

HELM

FINANCIAL CORPORATION

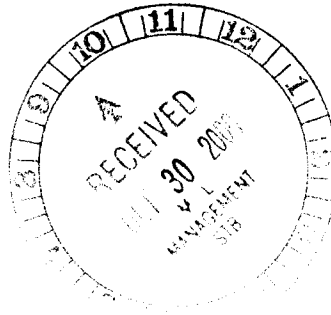
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

October 2, 2000

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Net Lease Agreement ("Memorandum"), dated May 5, 2000 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: CSR Southern Aggregates
7460 Phillips Highway
Jacksonville, FL 32256

A short summary of the document to appear in the index follows:

Memorandum of Net Lease Agreement dated May 5, 2000 between Helm Financial Corporation as Lessor and CSR Southern Aggregates as Lessee, covering twenty-five (25) railcars from within the series HLMX 9500 - 9524.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

stb/mem/csr004.00 ad/10/02/00

RECORDATION NO. 23212 FILED
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TS
SURFACE TRANSPORTATION BOARD

OCT 30 '00

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MEMORANDUM OF
NET LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

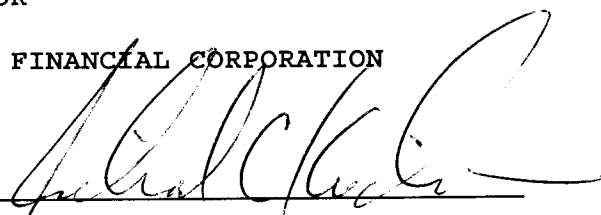
THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of May 5, 2000 and is intended to evidence that certain NET LEASE AGREEMENT dated as of May 5, 2000 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSR SOUTHERN AGGREGATES, a Georgia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

CSR SOUTHERN AGGREGATES

By: 

Print Name: Buck Phillips

Its: Sales Manager

3/11

EXHIBIT A - Continued

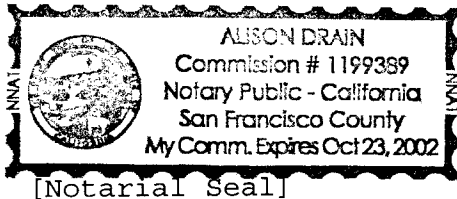
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 22, 2000, before me, Alison Drain,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf
of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

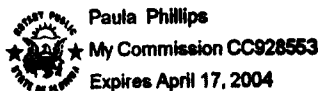
STATE OF FL)
) S.S.
COUNTY OF Lee)

On 9/14, 2000, before me, Paula Phillips,
personally appeared David P. "Buck" Phillips, Jr., Sales Manager
of CSR SOUTHERN AGGREGATES,

✓ personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf
of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Paula Phillips
SIGNATURE OF THE NOTARY

CMH

EXHIBIT A - Continued

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description: Twenty-five (25), 100-ton, 286K, 2,300 c.f.c., two-compartment open top hoppers equipped with new manually operated Miner Control Flow ballast gates. Units converted in 2000 from existing three-compartment open top hoppers and have 45 degree end slope sheets.

Unit Numbers: HLMX 9500-9524